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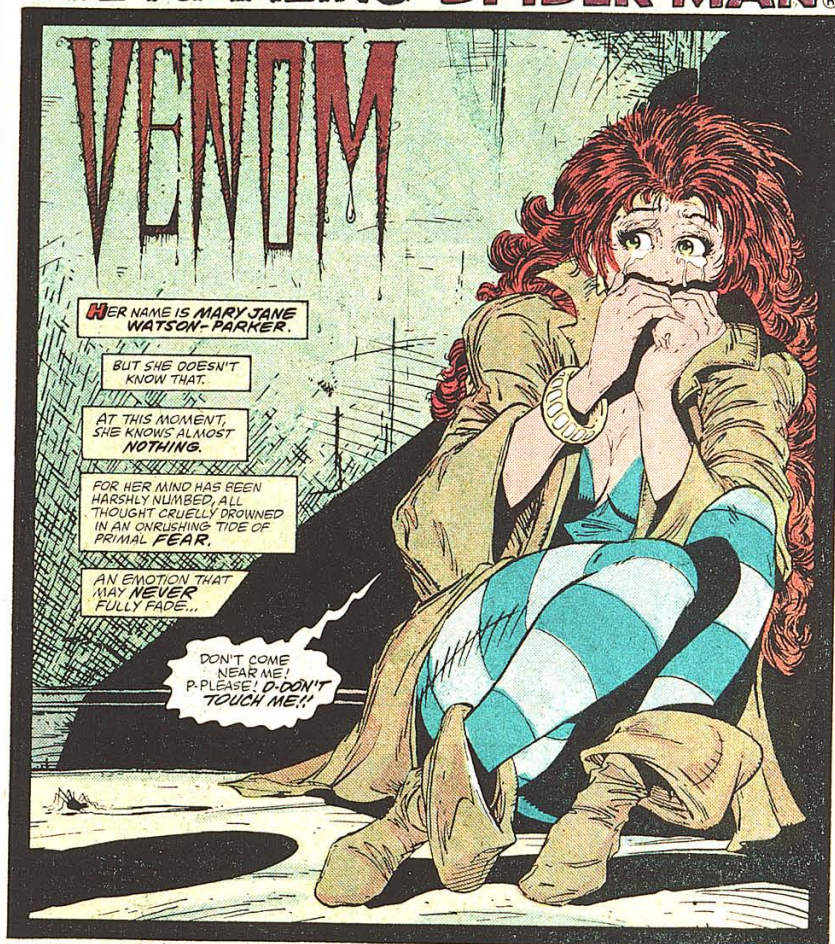


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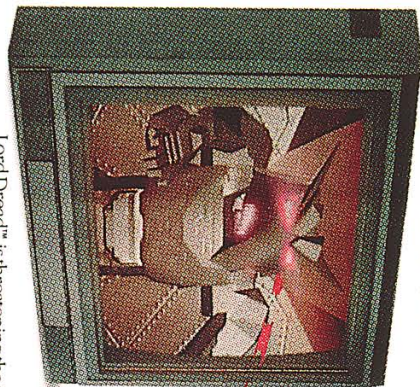
THE AMAZING SPIDER-MAN®



DAVID MICHELINIE TODD McFARLANE RICK PARKER BOB SHAREN JIM SALICRUP TOM DEITALCO
WRITER ART LETTERS COLOR EDITOR EDITOR IN CHIEF

THE AMAZING SPIDER-MAN® Vol. 1, No. 300, May, 1988, (ISSN 0274-5232) Published by MARVEL COMICS, A NEW WORLD COMPANY. James E. Fenton, President; Stan Lee, Publisher; Michael Hobson, Group Vice-President; Milton Schiffman, Vice-President; Production: OFFICE OF PUBLICATION, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1988 by Marvel Entertainment Group, Inc. All rights reserved. Price \$1.50 per copy in the U.S. and \$1.75 in Canada. Subscription rate \$9.00 for 12 issues. Canada and Foreign, \$11.00. Printed in the U.S.A. No similarity may exist purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue), and the distinctive likenesses thereof, are trademarks of the MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO SUBSCRIPTION DEPARTMENT, 387 PARK AVENUE SOUTH, 9TH FLOOR, NEW YORK, N.Y. 10016.

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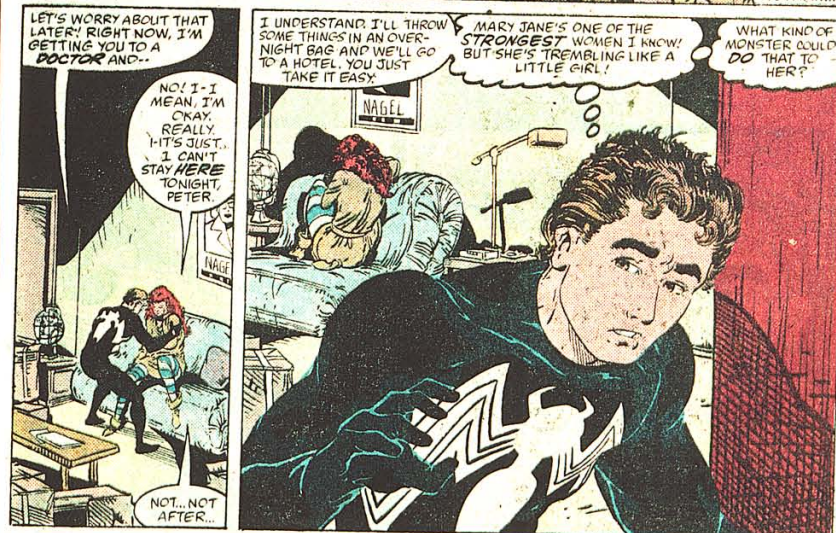
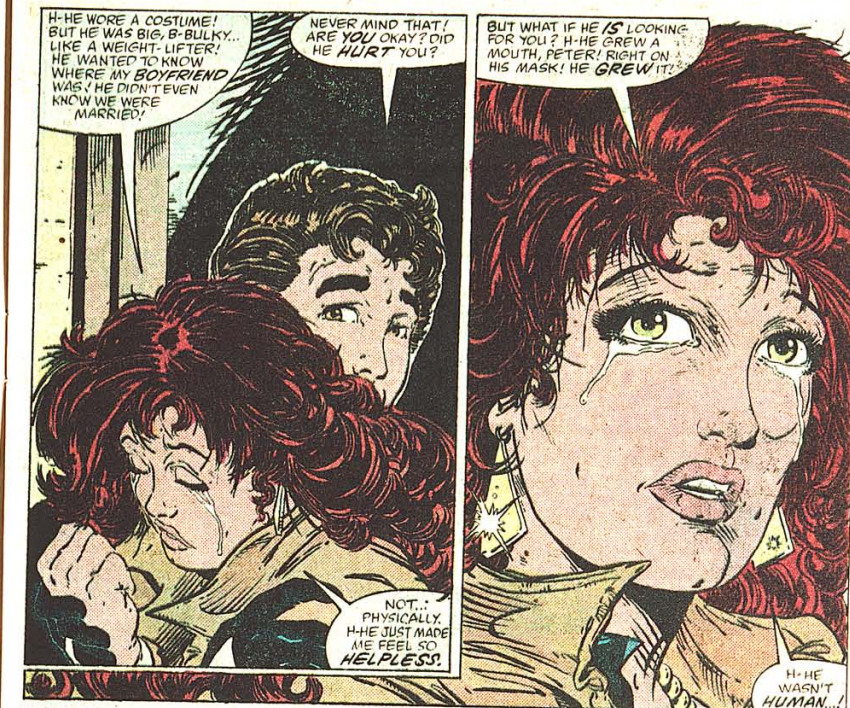
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2



3

MIDNIGHT:
THE LYDEN HOUSE
HOTEL IN MID-
MANHATTAN...

CAN'T SLEEP
TOO TENSE
THINK I KNOW
WHO THAT
INTRUDER
COULD HAVE
BEEN.
TROUBLE
19...



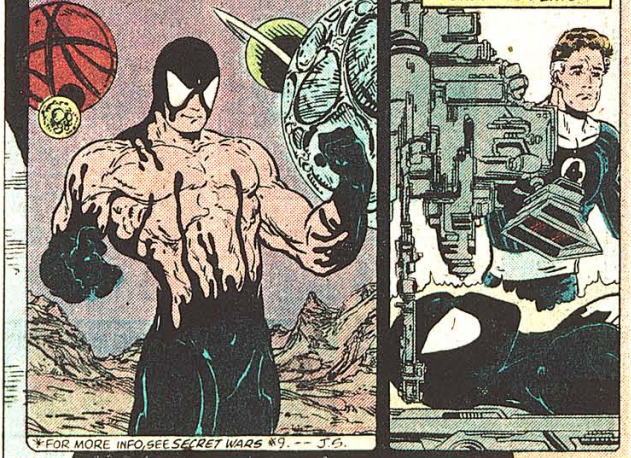
DON'T KNOW WHO THE MAN
WHO BROKE IN WAS, BUT FROM
M.J.'S DESCRIPTION, THE INHUMAN
THING SHE SAW SOUNDS AN
AWFUL LOT LIKE--

--MY OLD
COSTUME!

"I FIRST GOT MY BLACK-AND-WHITE SUIT ON
ANOTHER PLANET, DURING THAT BEYONDER THING. I
BROUGHT IT TO EARTH BECAUSE IT WAS GREAT
HAVING A COSTUME THAT COULD MIMIC MY
CIVILIAN CLOTHES, AND CHANGE FROM ONE
TO THE OTHER AT A MENTAL COMMAND!"

"THE PROBLEMS STARTED
WHEN MR. FANTASTIC
DISCOVERED WHAT MY
COSTUME REALLY WAS:

"A LIVING, THINKING,
SYMBIOTIC BEING!"



*FOR MORE INFO, SEE SECRET WARS #9 -- J.G.

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IMPOSSIBLE!

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AN ALIEN WHO WANTED ME FOR ITS **HOST**, WHO EVEN TRIED TO **BOND** ITSELF TO MY BODY!

"IT FINALLY TOOK MR. FANTASTIC'S **SONIC BLASTER** TO CAPTURE THE CREATURE!"

"BUT IT ESCAPED, DETERMINED TO JOIN WITH ME **PERMANENTLY**. I GOT DESPERATE."

"-- AND LET THE SHATTERING CLAMOR OF THE BELLS **KILL** THE MONSTER BEFORE IT COULD DESTROY **ME!**"

"SO DESPERATE THAT I LURED IT TO A CHURCH TOWER--"

*SEE WEB OF SPIDER-MAN #1--J.S.

BUT FROM WHAT MARY JANE SAYS, THE REPORTS OF THAT DEATH MAY HAVE BEEN SOMEWHAT... **PREMATURE.**

NUTS. I'M REALLY STRUNG TIGHT.

IN THE PAST, I'D LOOSEN UP WITH A LITTLE WEB-SWINGING, MAYBE TAKE SOME PHOTOS FOR THE **DAILY BUGLE**.

BUT I'M A MARRIED MAN NOW, AND I HAVE TO STAY WITH MARY JANE UNTIL--

3 NNNNN... PETER?

COME TO BED.

I THINK I KNOW WHO TERRORIZED YOU, M.J. AND WHY THEY'RE AFTER SPIDER-MAN. I HOPED MY HAVING A **SECRET IDENTITY** WOULD SHIELD YOU, BUT--

HUSH, TIGER. WHEN I SIGNED ON "FOR BETTER OR FOR WORSE," I **MEANT** IT. NOW LET'S GET SOME SLEEP, OKAY?

STUBBORNLY, GRUDGINGLY, FITFUL SLEEP FINALLY COMES.

AND EVENTUALLY, AS THE SUN SLIPS INTO ITS ASSIGNED POSITION OVER MANHATTAN ONCE MORE...

ERRRNGG... 3 YAWN MARY JANE...?

OVER HERE, PETER.

I HOPE YOU WEREN'T CALLING ROOM SERVICE-- I ALREADY KNOW WHAT I WANT FOR BREAKFAST!

-- AND WE'VE BEEN MOVED TO THE TOP OF THE WAITING LIST FOR THE **BEDFORD TOWERS!**

IF WE WANT THAT CONDO, IT'S **OURS!**

B-BUT, IT USUALLY TAKES **MONTHS** TO GET A GOOD PLACE IN MANHATTAN!

I GUESS WE WERE JUST LUCKY. I KNOW THIS IS SUDDEN, PETER, BUT I JUST **CAN'T** LIVE IN THAT APARTMENT ANYMORE. I'D SCREAM AT EVERY LITTLE CREAK OR RATTLE!

YOU DO UNDERSTAND... DON'T YOU?

SILLY, I WAS CALLING A REAL ESTATE AGENT. I KNOW. I'VE PULLED IN SOME MARKERS--

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WELL, UH, I GUESS...

I KNEW YOU WOULD, PETER! OH, I LOVE YOU SO MUCH!

THEY SAID WE COULD LOOK AT THE CONDO THIS AFTERNOON, AND I'D REALLY LIKE TO GET SOME PRE-MOVE PICTURES--Y'KNOW, BEFORE AND AFTER?

OKAY, I'LL PICK UP MY SLR* AT THE APARTMENT AFTER I SHOWER.

*THAT'S SINGLE LENS REFLEX CAMERA--J.S.

GREAT! I'LL SEE WHAT I CAN DO ABOUT RESERVING A VAN AND RECRUITING SOME HELP!

LOOKS LIKE THIS IS WORKING OUT. MY TRIP TO THE APARTMENT WILL MAKE A PERFECT COVER--

--FOR THE OTHER ERRAND I HAVE TO RUN!--

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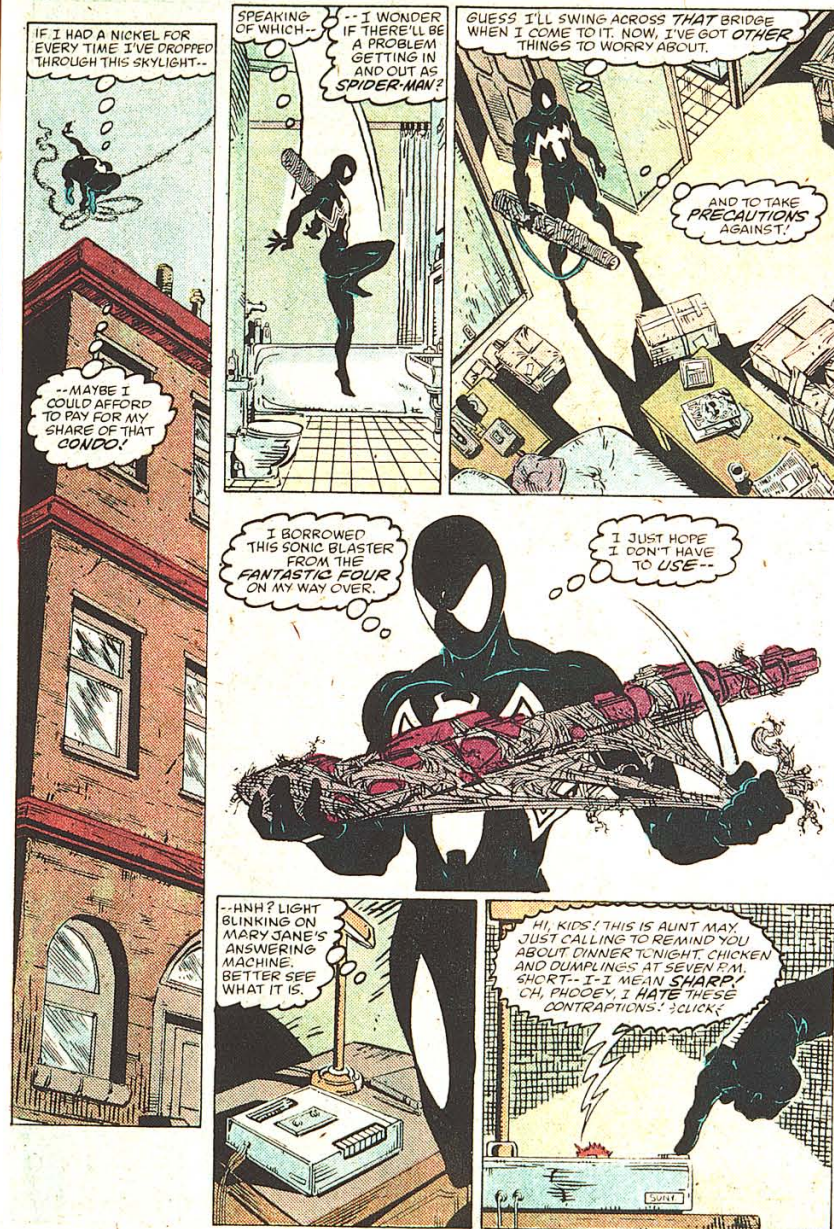
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3 HEH. AUNT MAY WILL GET SUCH A KICK WHEN SHE HEARS ABOUT THE FANCY WEST-SIDE CONDO I'M MOVING INTO. QUITE A STEP UP FROM THIS PLACE!



'COURSE, WHEN YOU COME RIGHT DOWN TO IT, I'M GOING TO MISS LIVING HERE. SURE, IT'S A DUMP, BUT FOR THE LAST FEW YEARS--



--IT'S BEEN MY DUMP! OH, WELL...

SEEM... DON'T KNOW HOW MANY PICS MJ WANTS. I'VE GOT 36 EXPOSURES OF 200 DX IN MY CAMERA. I HOPE THAT'S--



--HUH, I COULDN'T BE IN ANY DANGER--OR MY SPIDER-SENSE WOULD WARN ME. BUT SOMEHOW, I ALMOST--



---FEEL---



---LIKE---



---I'M---



---BEING---



---FOLLOWED!--

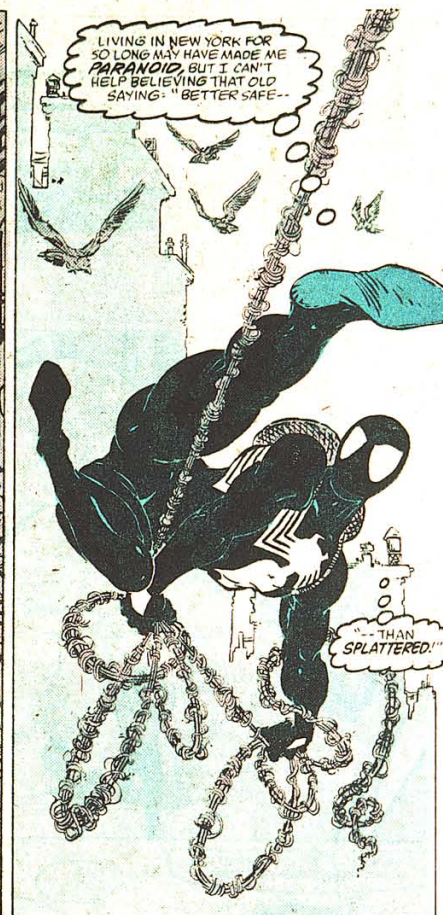


HE'S DUCKING INTO AN ALLEYWAY! MUST BE A SHORT-CUT!

BLAST! NO CROWD TO HIDE IN! WE'D BETTER GIVE HIM A FEW SECONDS TO GET AHEAD, THEN--



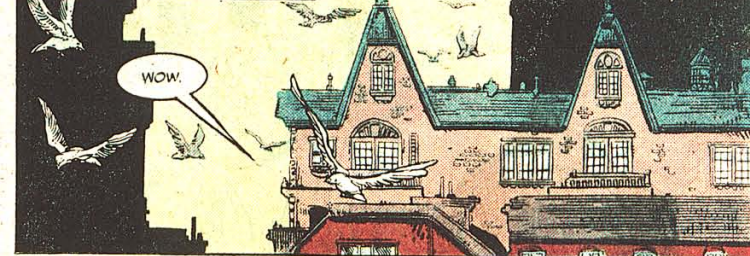
WHAT--? HE'S GONE!



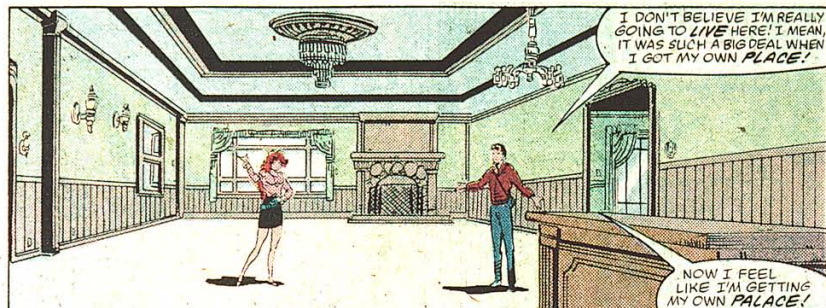
LIVING IN NEW YORK FOR SO LONG MAY HAVE MADE ME PARANOID, BUT I CAN'T HELP BELIEVING THAT OLD SAYING: "BETTER SAFE--

--THAN SPLATTERED!"

AND THUS, A SHORT WHILE LATER, AT THE EXCLUSIVE BEDFORD TOWERS CONDOMINIUM RESIDENCE...

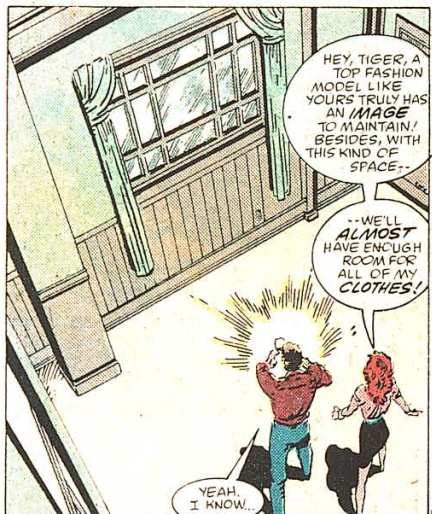


WOW.



I DON'T BELIEVE I'M REALLY GOING TO LIVE HERE! I MEAN, IT WAS SUCH A BIG DEAL WHEN I GOT MY OWN PLACE!

NOW I FEEL LIKE I'M GETTING MY OWN PALACE!

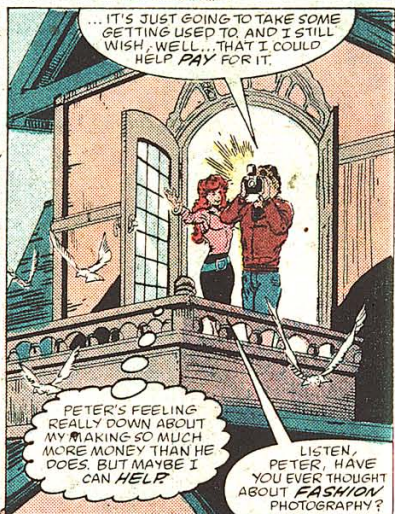


HEY, TIGER, A TOP FASHION MODEL LIKE YOURS TRULY HAS AN IMAGE TO MAINTAIN! BESIDES, WITH THIS KIND OF SPACE--

--WE'LL ALMOST HAVE ENOUGH ROOM FOR ALL OF MY CLOTHES!

YEAH, I KNOW.

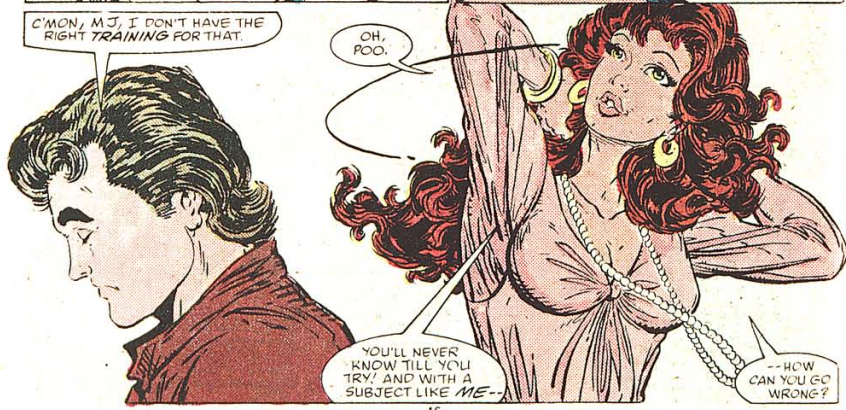
C'MON, M.J., I DON'T HAVE THE RIGHT TRAINING FOR THAT.



...IT'S JUST GOING TO TAKE SOME GETTING USED TO, AND I STILL WISH-- WELL... THAT I COULD HELP PAY FOR IT.

PETER'S FEELING REALLY DOWN ABOUT MY MAKING SO MUCH MORE MONEY THAN HE DOES, BUT MAYBE I CAN HELP

LISTEN, PETER, HAVE YOU EVER THOUGHT ABOUT FASHION PHOTOGRAPHY?



OH, POO.

YOU'LL NEVER KNOW TILL YOU TRY! AND WITH A SUBJECT LIKE ME--

--HOW CAN YOU GO WRONG?

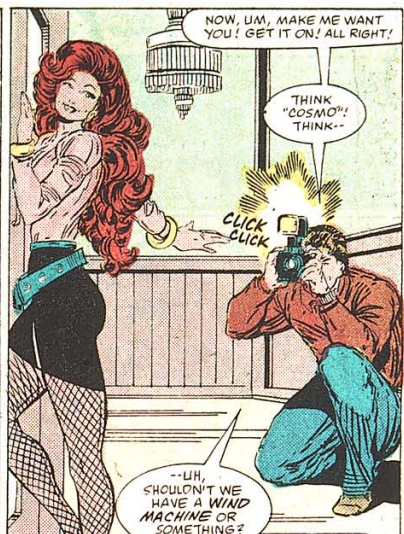


AT LEAST GIVE IT A SHOT! WHAT HAVE YOU GOT TO LOSE?

WELL, OKAY, ER... TALK TO THE CAMERA, BABY! YEAH!

THAT'S IT! THAT'S HOT!

CLICK



NOW, UM, MAKE ME WANT YOU! GET IT ON! ALL RIGHT!

THINK "COSMO"! THINK--

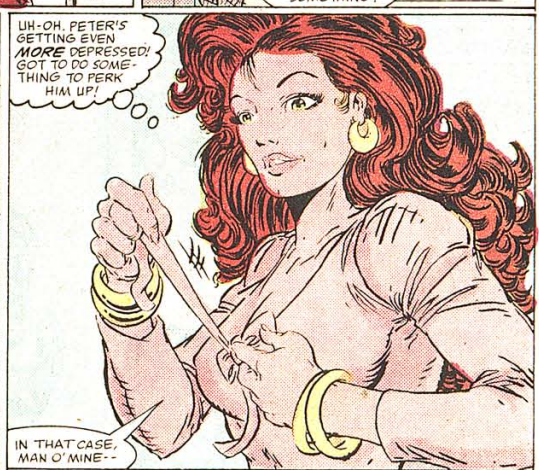
CLICK CLICK

--UH, SHOULDN'T WE HAVE A WIND MACHINE OR SOMETHING?



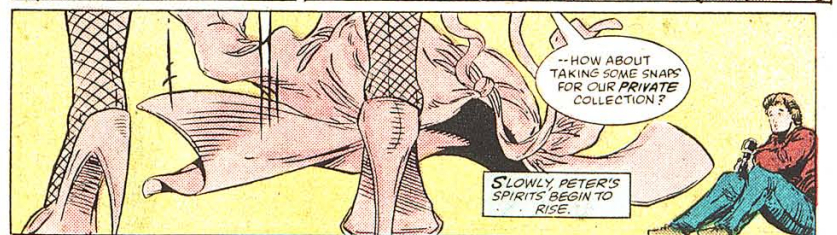
AW, HECK. I'M NOT CUT OUT FOR THIS. I JUST FEEL SILLY.

IT'S HOPELESS.



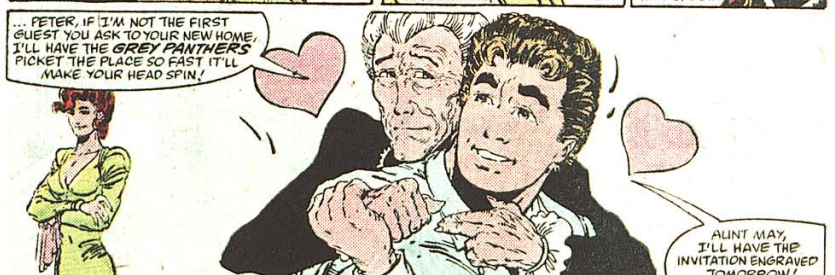
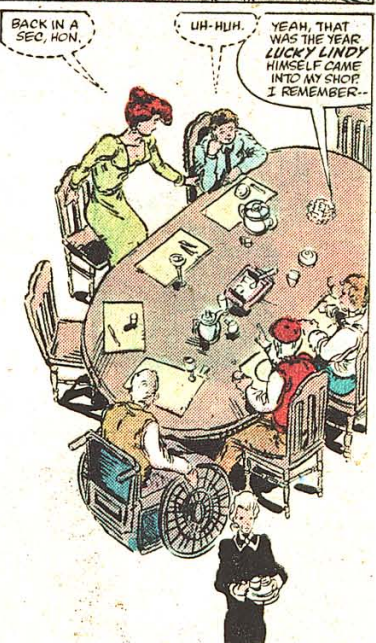
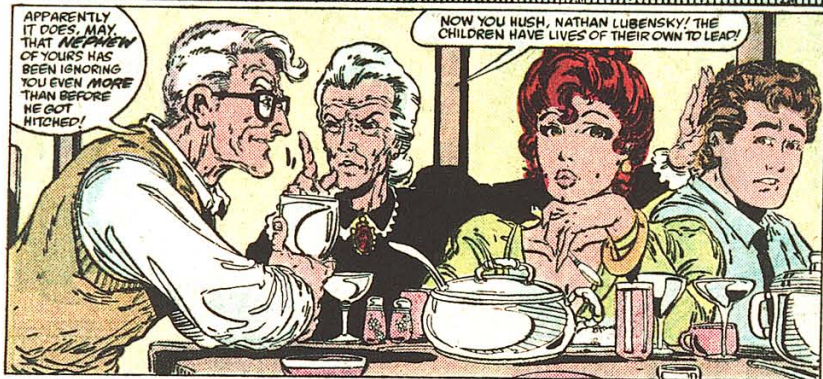
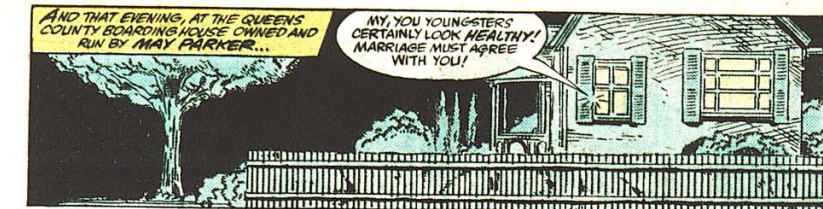
UH-OH, PETER'S GETTING EVEN MORE DEPRESSED! GOT TO DO SOMETHING TO PEEK HIM UP!

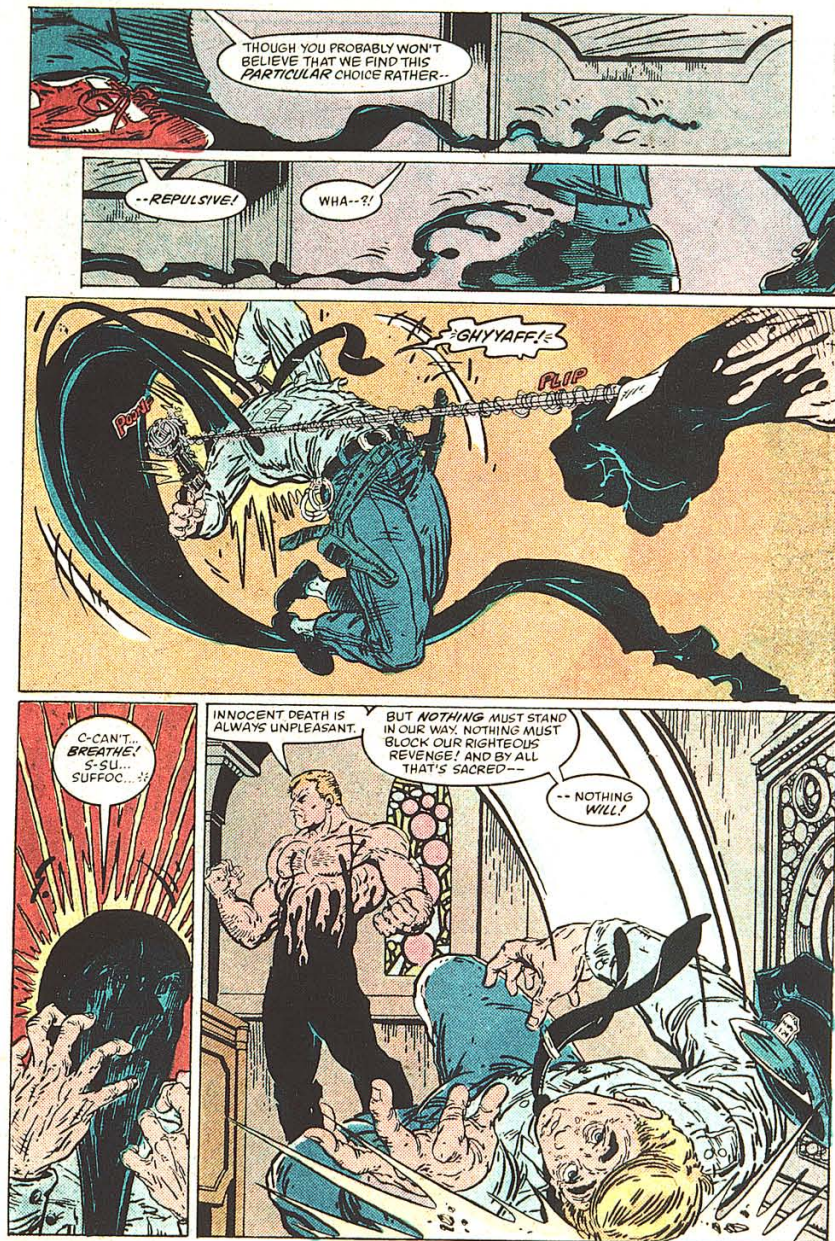
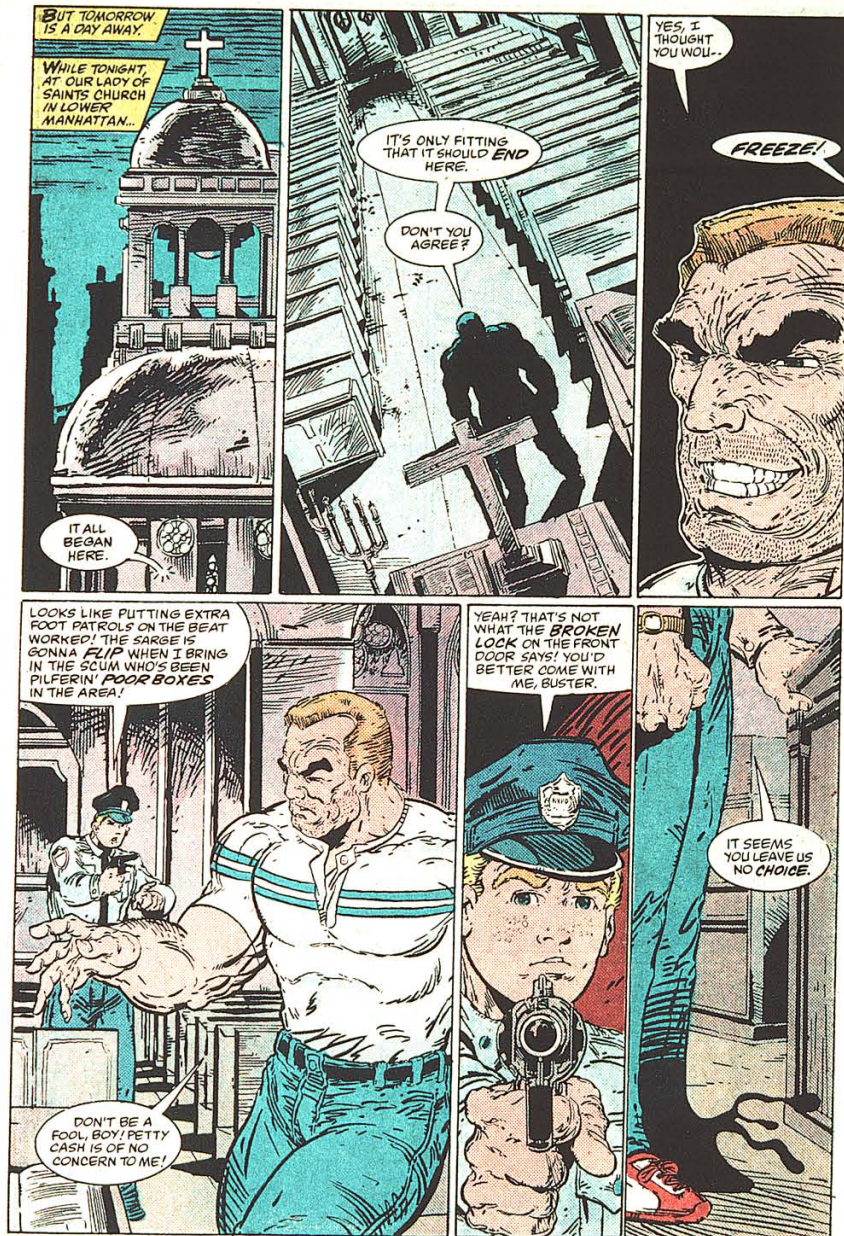
IN THAT CASE MAN O' MINE--

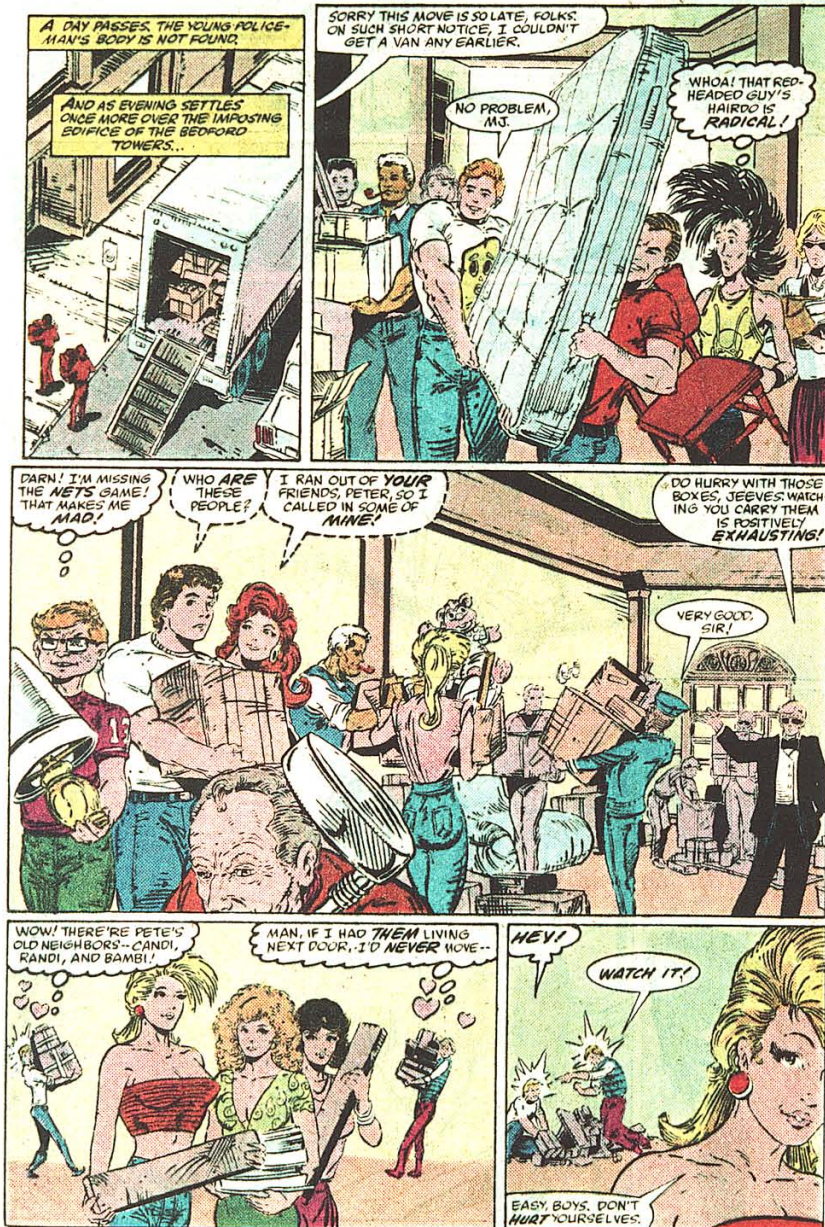


--HOW ABOUT TAKING SOME SNAPS FOR OUR PRIVATE COLLECTION?

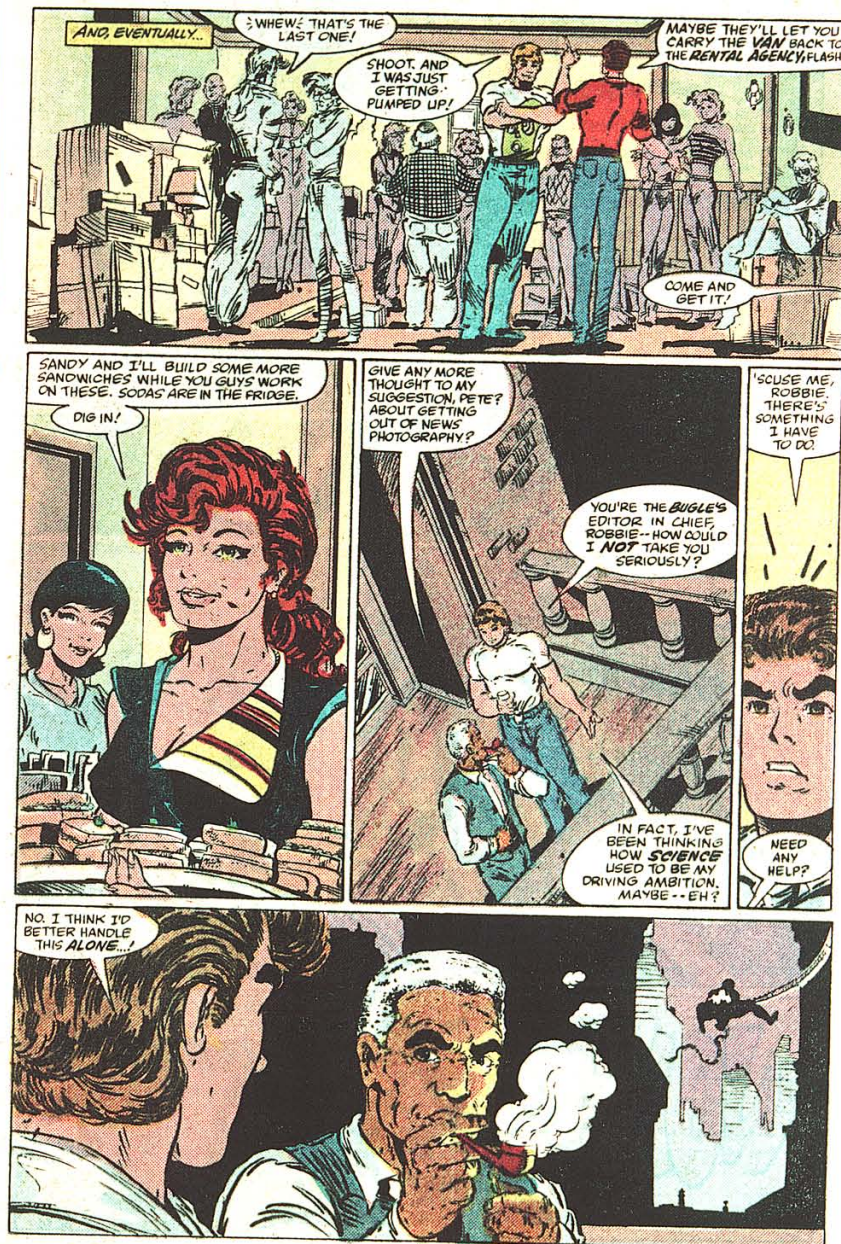
SLOWLY PETER'S SPIRITS BEGIN TO RISE.



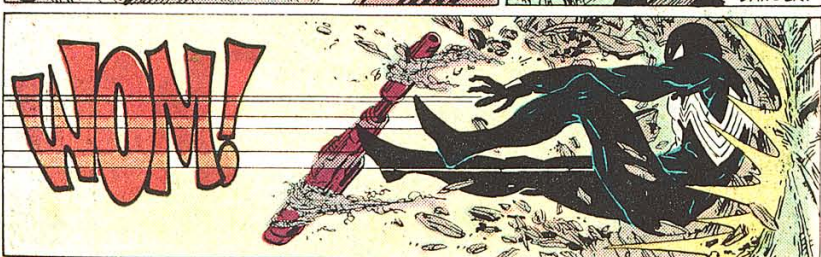
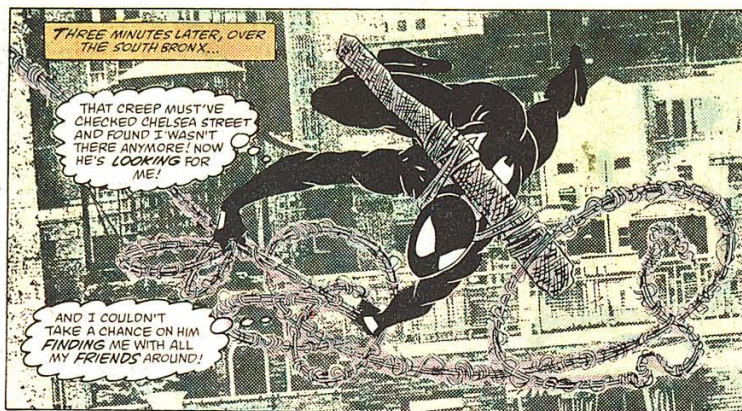




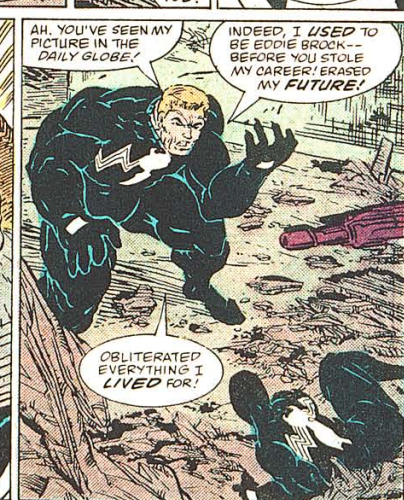
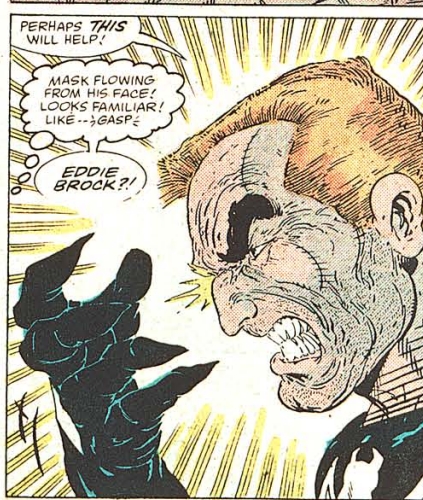
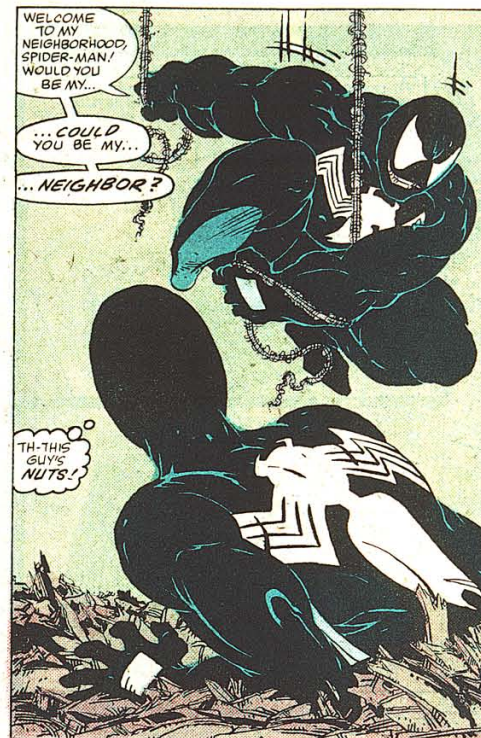
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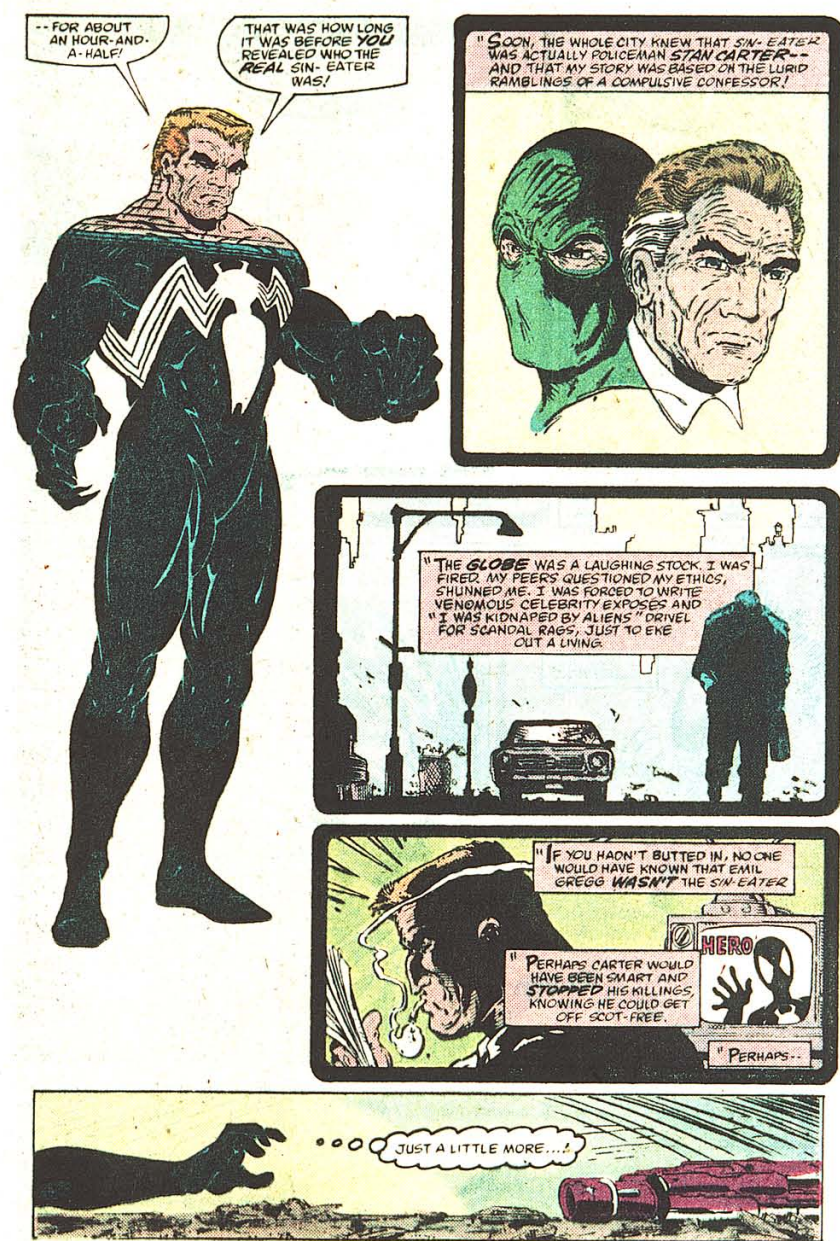
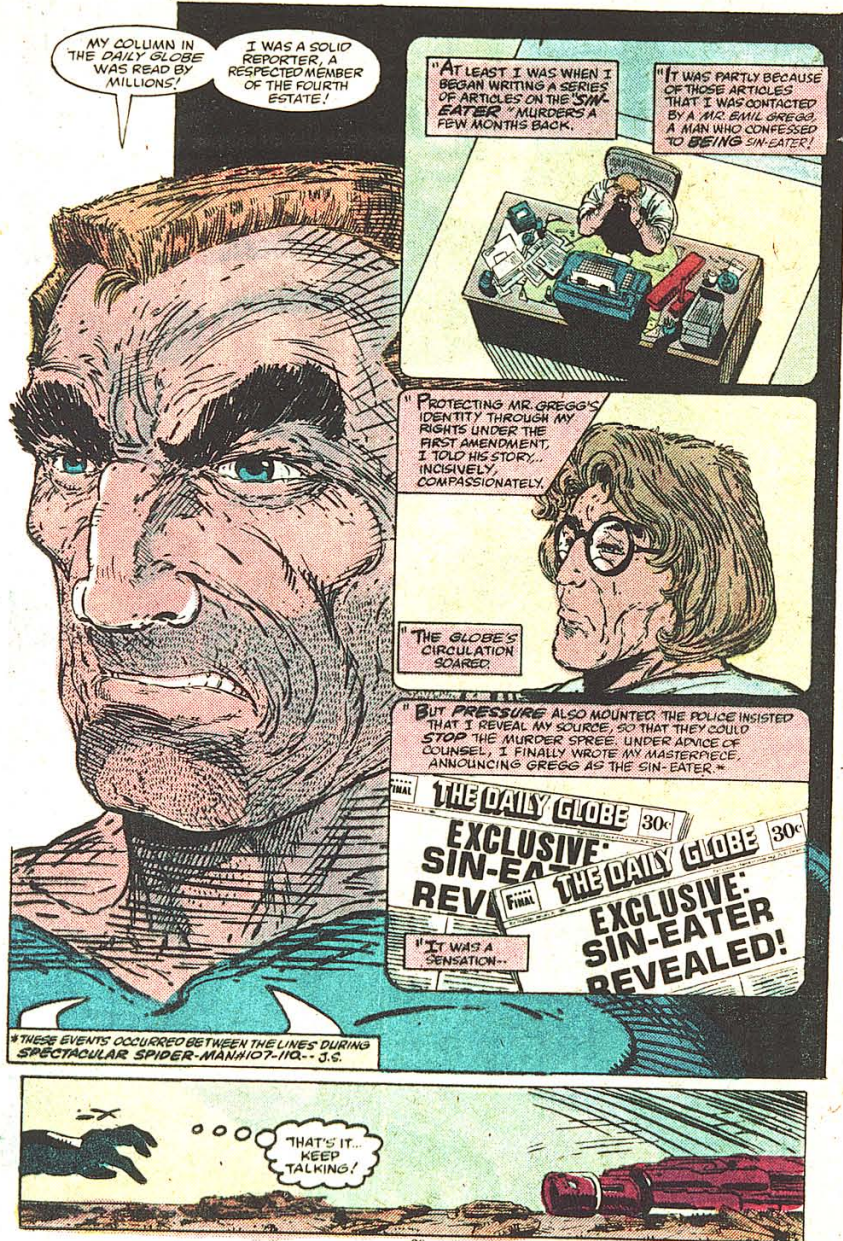
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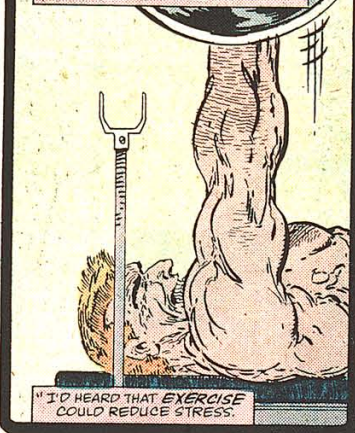


-- MY LIFE WOULDN'T HAVE BEEN SHATTERED! I MAY HAVE MADE AN ERROR IN JUDGMENT, BUT I WAS ALWAYS A GOOD JOURNALIST.



AND THE GARBAGE I WAS FORCED TO WRITE BEGAN TO ROT MY SOUL.

"I RELOCATED IN THE BRONX, SPENT PART OF MY MEAGER INCOME ON BODY-BUILDING EQUIPMENT.



"I'D HEARD THAT EXERCISE COULD REDUCE STRESS."

IT DIDN'T WORK.



EACH TIME I PUNCHED THE HEAVY BAG, I WAS PULPING YOUR FACE.

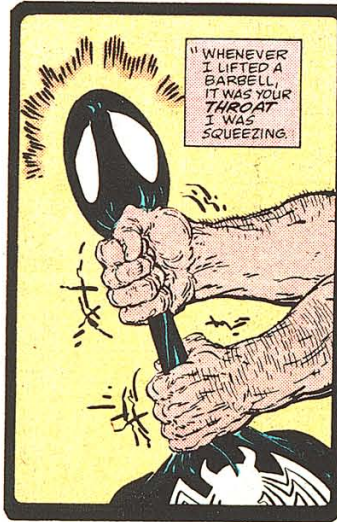


"I TAPED HEADLINES ABOUT YOU ON MY WALLS, FEEDING MY HATRED, KNOWING THAT I COULDN'T GET A STORY EVEN ON THE BACK PAGE OF ANY RESPECTABLE PAPER.



"UNTIL, FINALLY, THE PAIN BECAME UNBEARABLE."

"WHenever I LIFTED A BARBELL, IT WAS YOUR THROAT I WAS SQUEEZING.



ALMOST THERE...!



"-- AND I DECIDED TO END IT. ALL. BUT I WAS RAISED CATHOLIC, AND SUICIDE IS A MORTAL SIN. SO I WANDERED FROM CHURCH TO SHADOWED CHURCH, PRAYING FOR FORGIVENESS. THEN, AT OUR LADY OF SAINTS, SOMETHING... ODD HAPPENED.



"A SHADOW MOVED. CARESSED ME."

"I WAS JOINER.



BUT THIS WAS A SHADOW FILLED WITH LIGHT. IT CLARIFIED MY ANGUISH, FOCUSED MY PURPOSE. ITS HATRED FOR YOU MATCHED MY OWN.

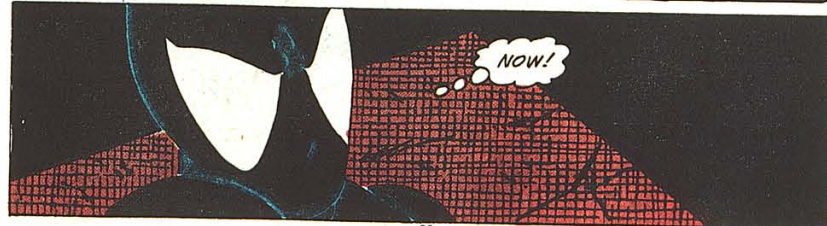
IT KNEW WHO YOU WERE. AND IT HAD POWER. OH SUCH POWER!

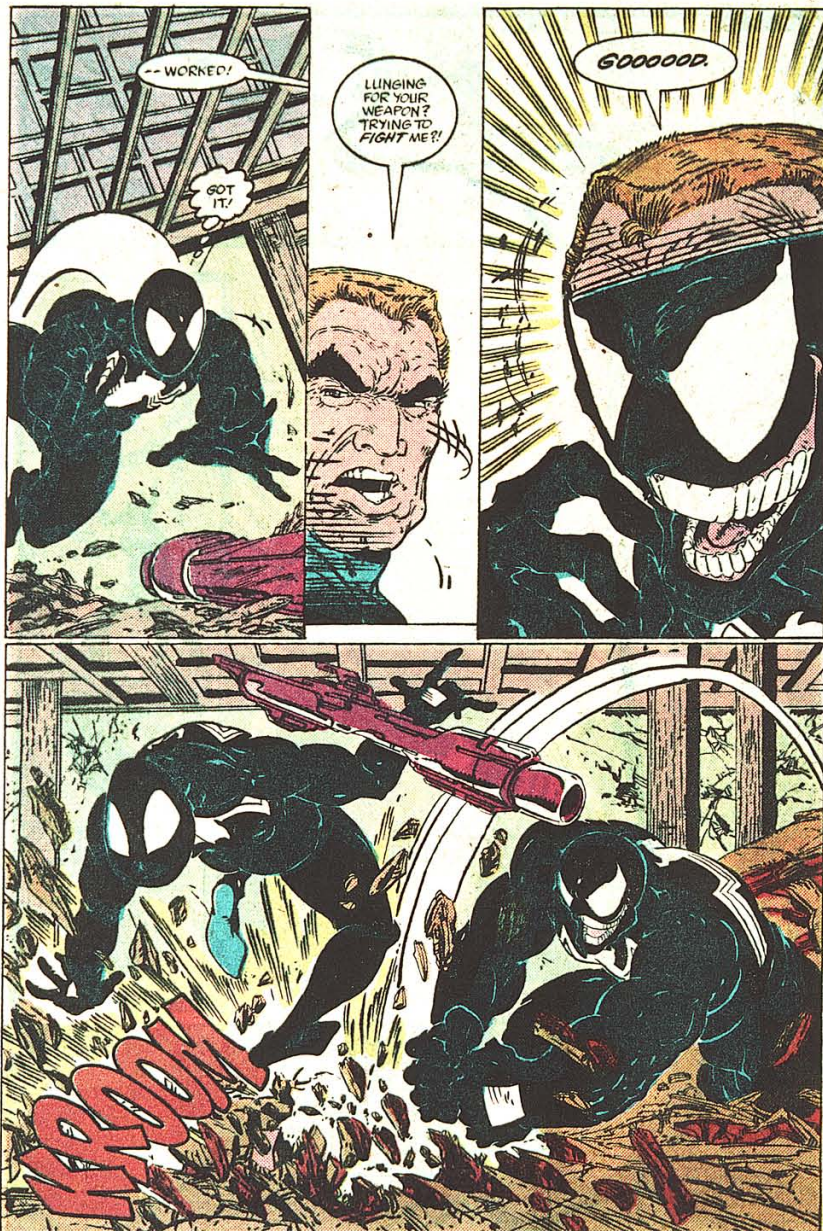
WE FOUND THE WOMAN FIRST. LATER, WE FOUND YOUR EMPTY APARTMENT. YOU WERE RUNNING FROM US.



"BUT THE SHADOW KNEW YOU WELL, KNEW YOU'D HAVE TO LEARN WHO WE WERE. SO WE WENT 'TROLLING,' USING OURSELVES AS A LURE AND APPARENTLY, THE BAIT--"

NOW!

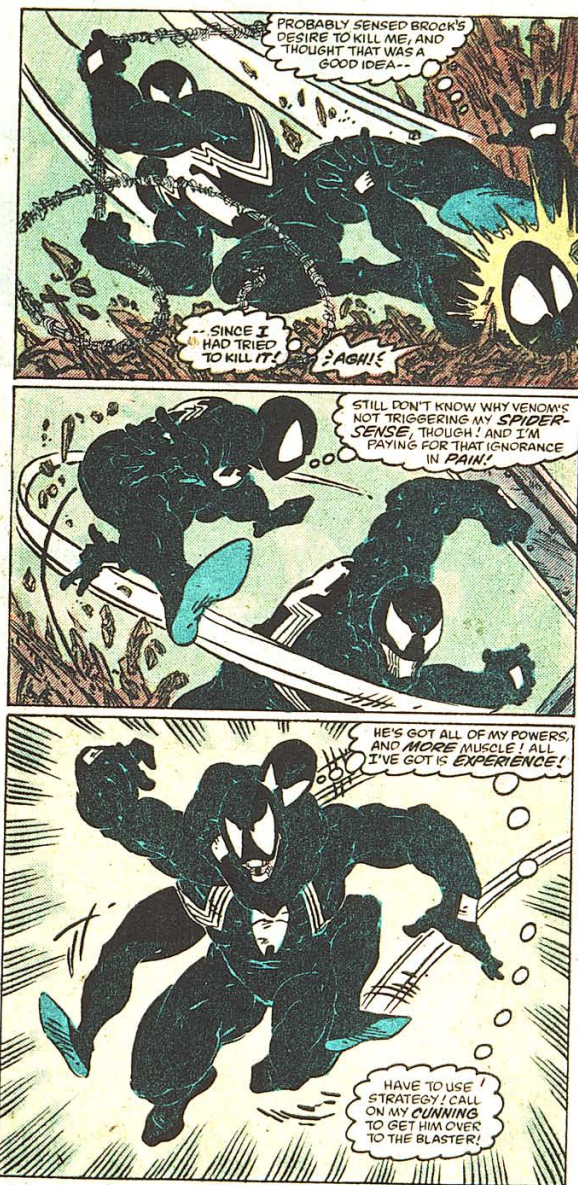


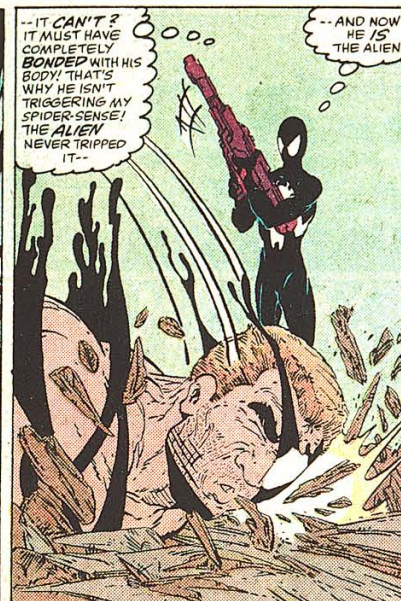
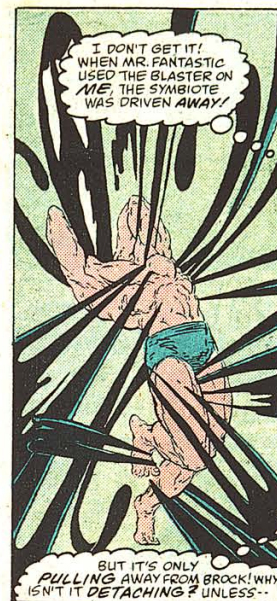
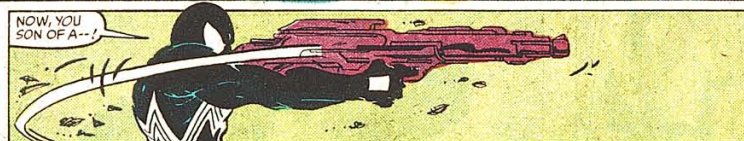
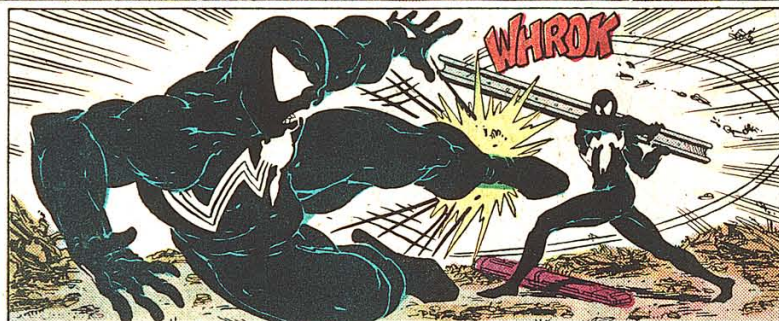
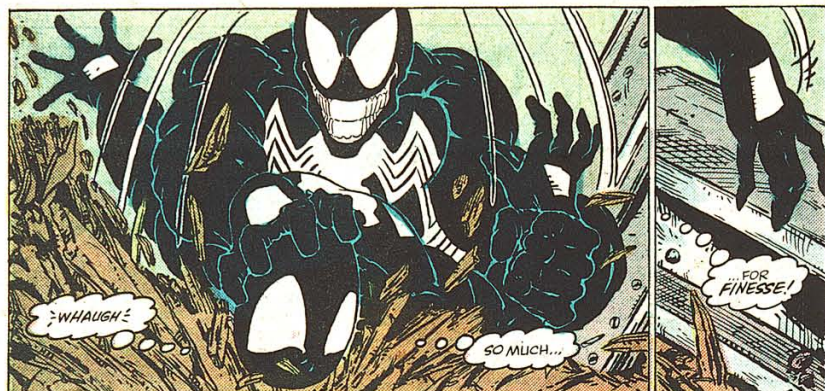


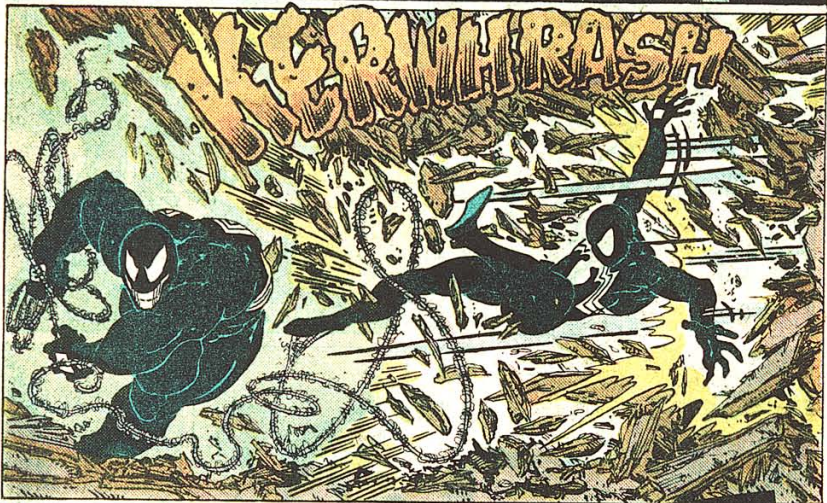
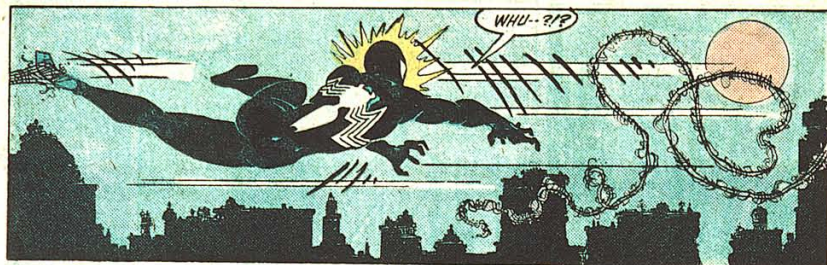
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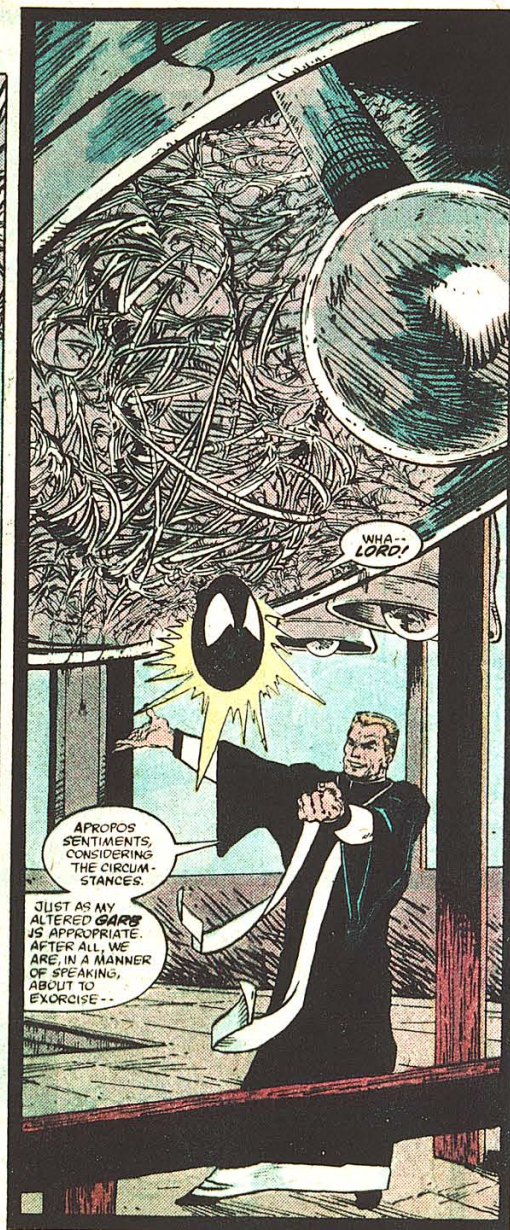


POPP!

UNKNOWN
HOURS
PASS.

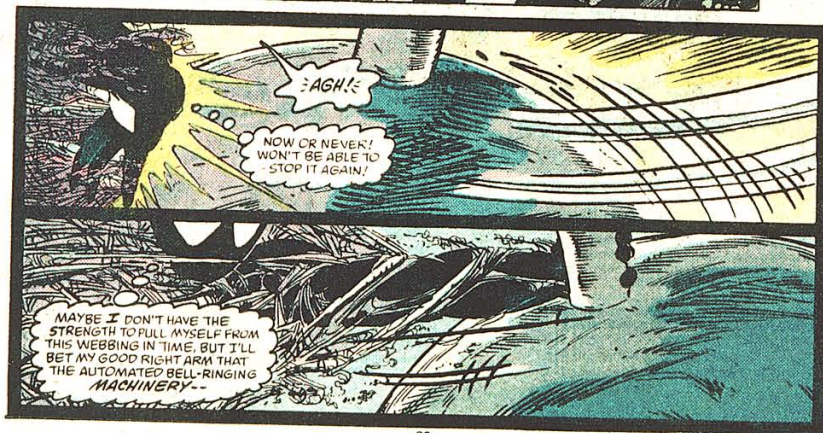
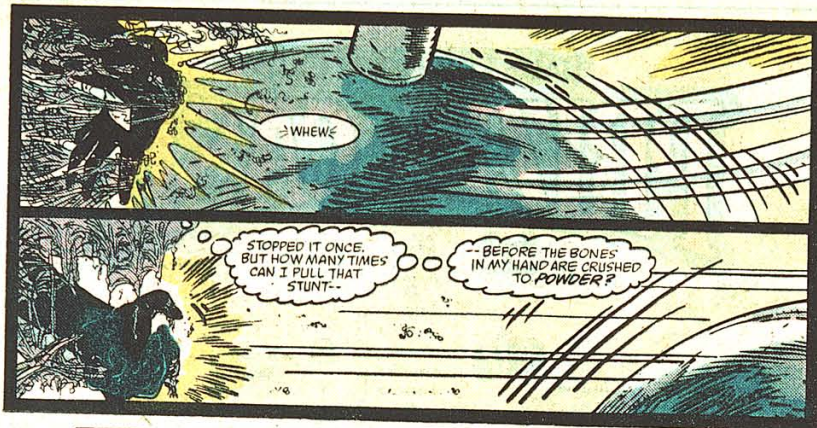


WELCOME BACK
TO THE LAND OF THE
LIVING, SPIDER-MAN!
WHAT A PITY YOUR
STAY WILL BE SUCH
A SHORT ONE.

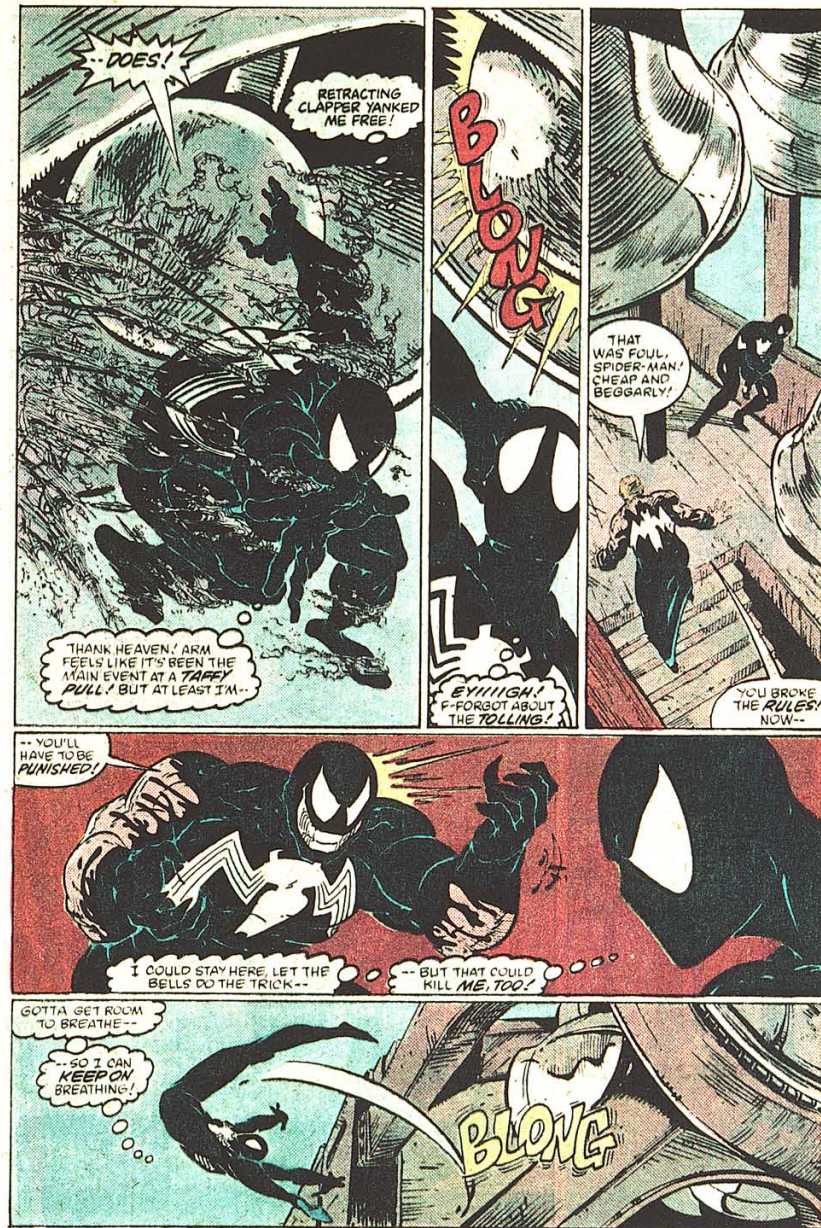


APROPOS
SENTIMENTS,
CONSIDERING
THE CIRCUM-
STANCES.
JUST AS MY
ALTERED GARB
IS APPROPRIATE.
AFTER ALL, WE
ARE, IN A MANNER
OF SPEAKING,
ABOUT TO
EXORCISE--

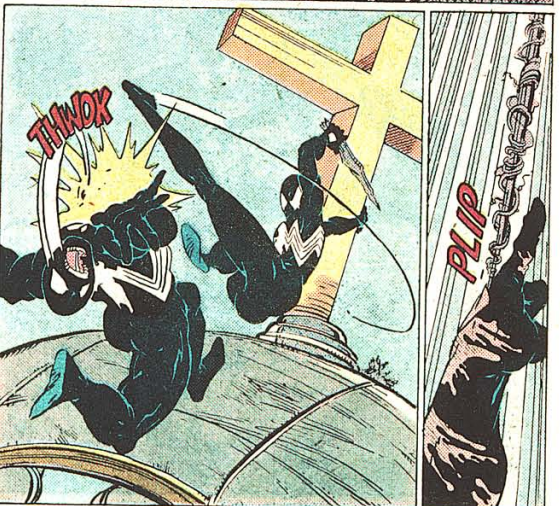
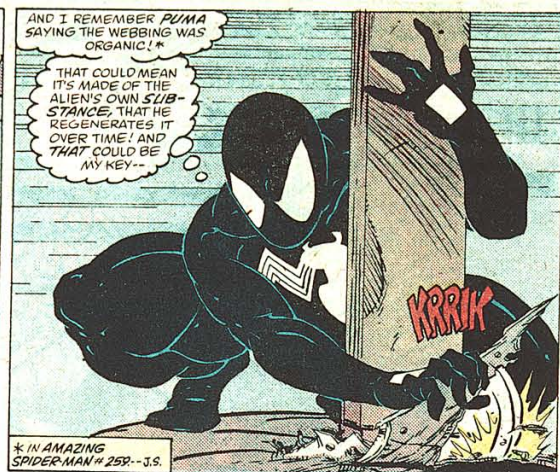




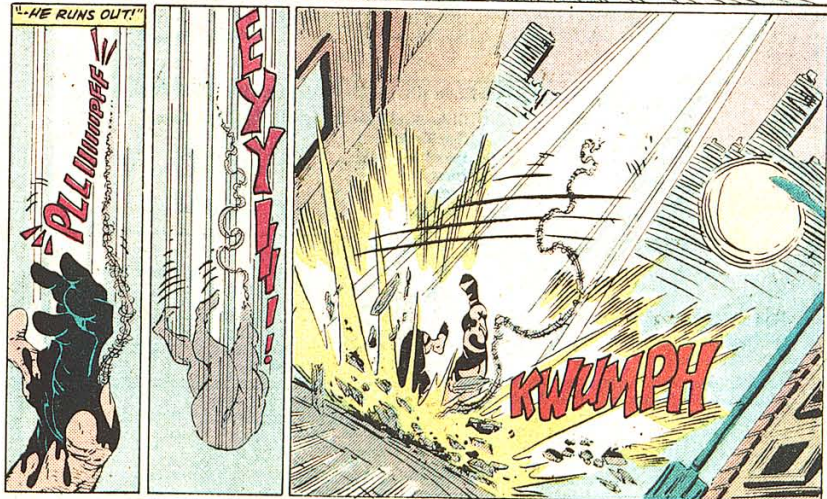
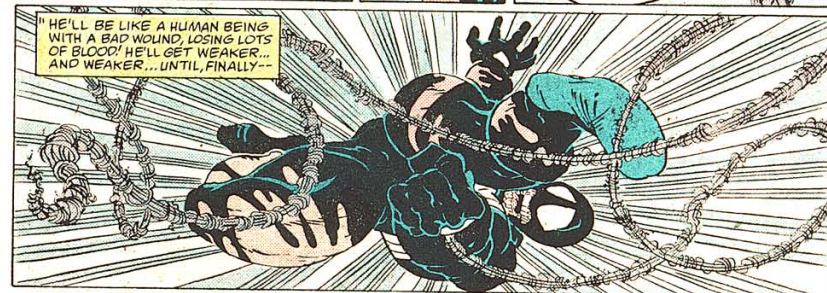
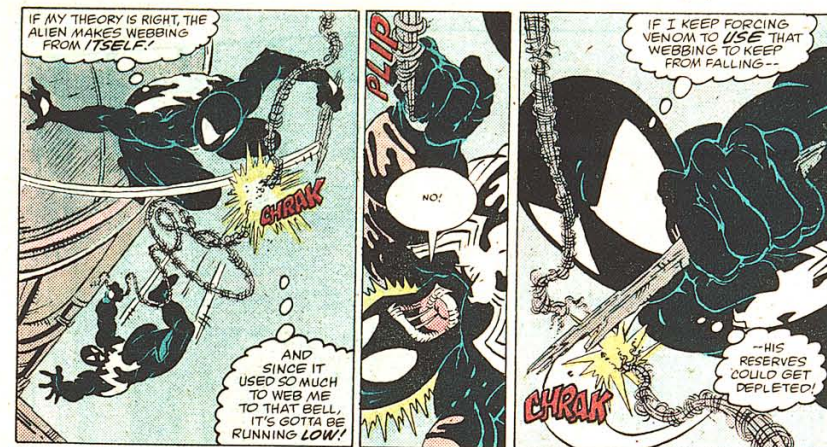
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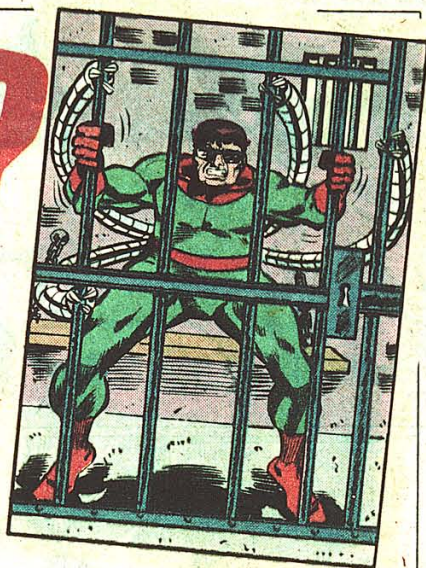
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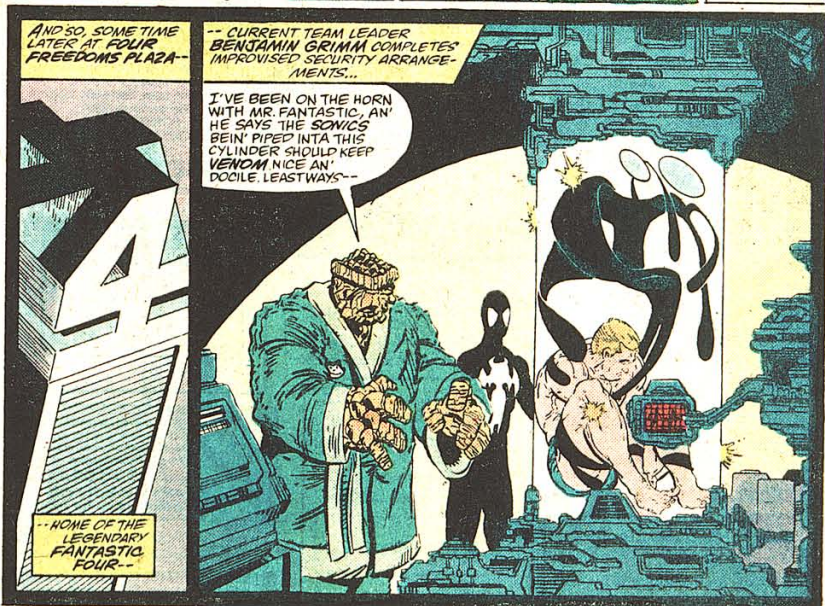
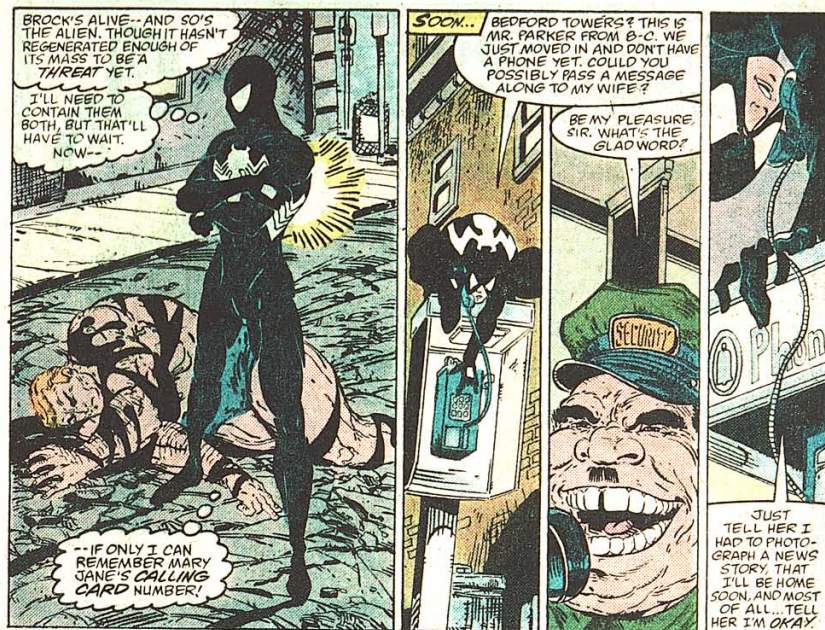
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- 24 MANHATTAN, N.Y. - Roosevelt Hotel, 46th St. and Madison Ave.
- 31 WAYNE, N.J. - Totowa Holiday Inn, Rte. 46 West just 1.4 mile from Exit 55A off Rte. 80, two miles east of Willowbrook Mall.

FEBRUARY 1988

- 6 SPRINGFIELD, N.J. - Springfield Holiday Inn, 304 Route 22 West - four miles from G.S. Pkwy.
- 7 MT. LAUREL, N.J. - Budget Motor Lodge, Rt. 73 & Fellowship Rd., next to Exit 4 off N.J. Turnpike.
- 7 STAMFORD, CT. - Stamford Howard Johnson, Exit 4 off I-95.

- 14 WAYNE, N.J. - Totowa Holiday Inn, Rte. 46 West just 1.4 mile from Exit 55A off Rte. 80, two miles east of Willowbrook Mall.
- 20 PLAINVIEW, N.Y. - Howard Johnson Plaza-Hotel, 150 Sunnyside Blvd., Exit 46 off Long Is. Expressway.
- 21 MANHATTAN, N.Y. - Roosevelt Hotel, 46th St. and Madison Ave.

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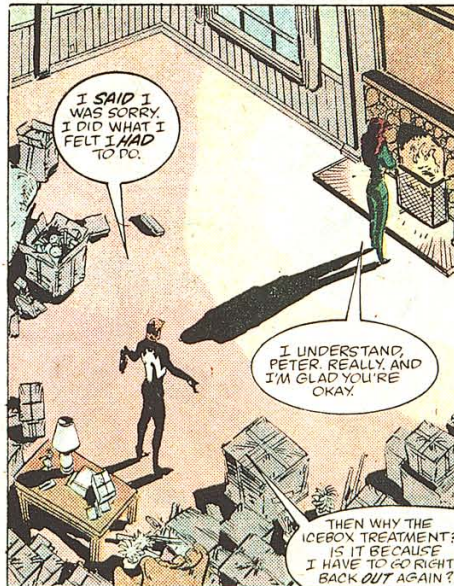
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SPIDER-MAN MAKES THE TRIP TO THE BEDFORD TOWERS CAREFULLY, FAVORING HIS LEFT ARM.

AND ONCE THERE, AFTER HIS TALE HAS BEEN TOLD...

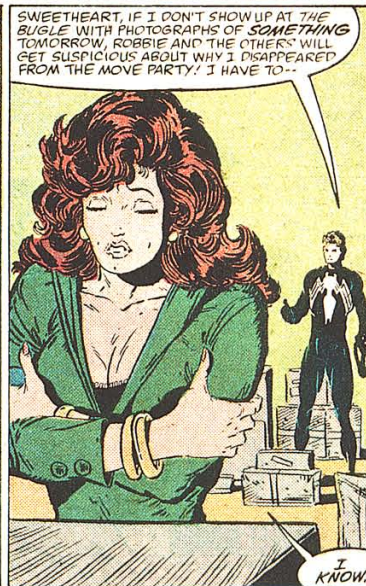
WHAT'S WRONG, MJ? YOU SEEM AWFULLY... DISTANT.



I SAID I WAS SORRY. I DID WHAT I FELT I HAD TO DO.

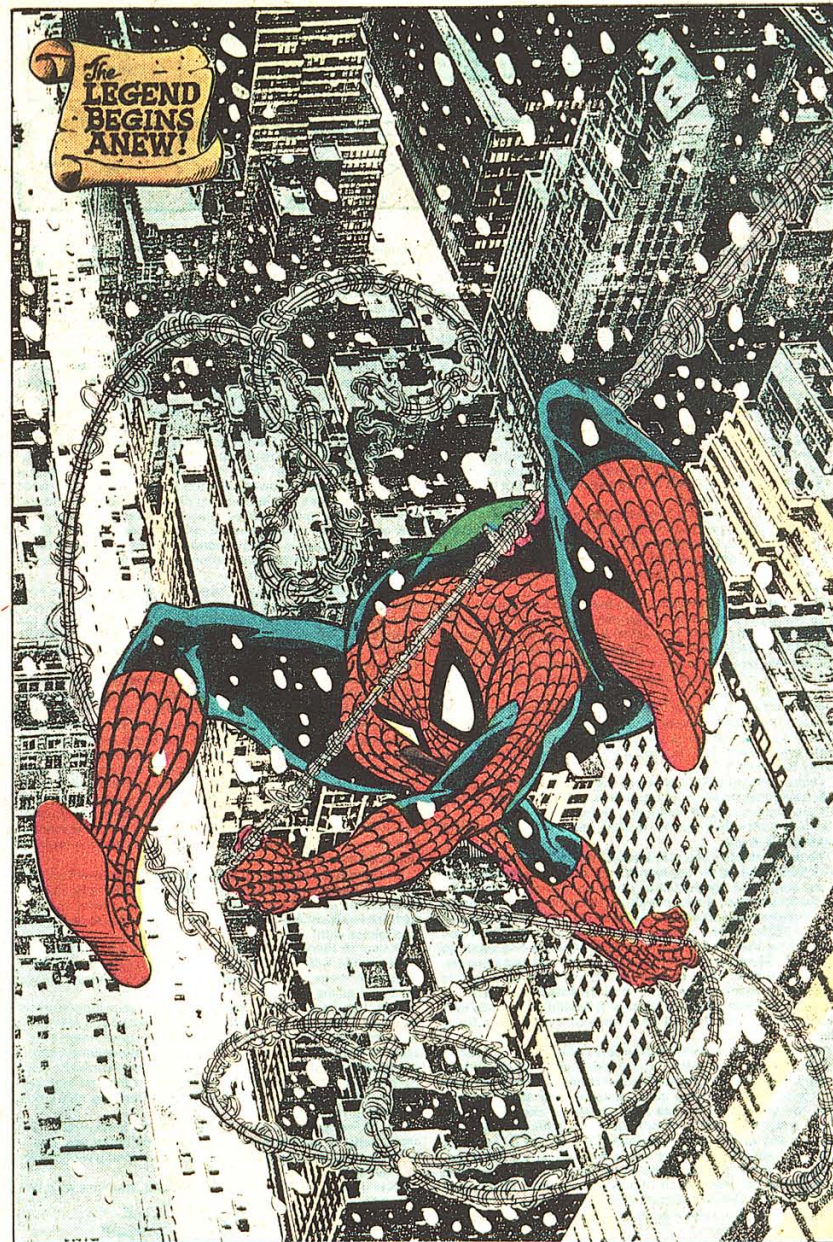
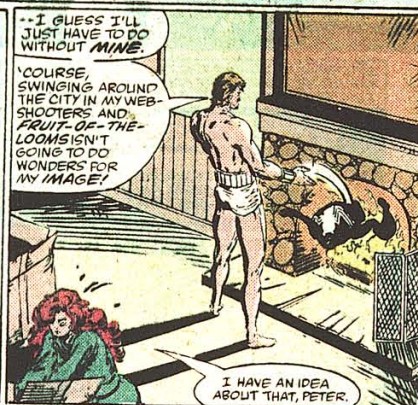
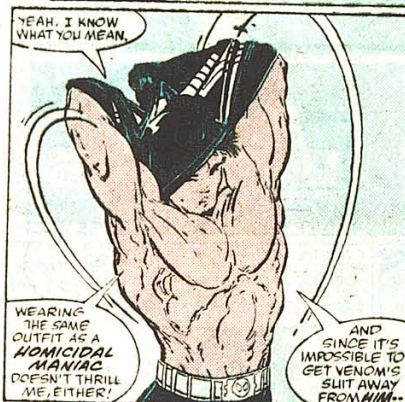
I UNDERSTAND, PETER. REALLY, AND I'M GLAD YOU'RE OKAY.

THEN WHY THE ICEBOX TREATMENT? IS IT BECAUSE I HAVE TO GO RIGHT BACK OUT AGAIN?



SWEETHEART, IF I DON'T SHOW UP AT THE BUGLE WITH PHOTOGRAPHS OF SOMETHING TOMORROW, ROBBIE AND THE OTHERS WILL GET SUSPICIOUS ABOUT WHY I DISAPPEARED FROM THE MOVIE PARTY. I HAVE TO--

I KNOW!



THE SPIDER'S WEB

MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
EDITOR
GLENN HERDLING
ASSISTANT EDITOR

STAN'S SOAPBOX

SPECIAL!



So there I was, sitting at my computer in the hallowed hills of Hollywood, when all of a sudden the phone rang.

Before picking it up, I immediately lapsed into my favorite fantasy. It's probably my big chance! Some world-famous movie director heard that I'm here and wants me to play Rhett Butler in the sequel to *Gone With the Wind*! Or, "Schwarzenegger isn't available right now and they're calling me because some macho muscleman is needed to take his place!"

Quickly I grabbed the receiver, telling myself not to sound too eager, determined to mellow it out, play it cool.

And then the bubble burst! It wasn't Spielberg, or Lucas, or even Irving Forbush! No, I realized my daydreams had been all in vain when I heard the dulcet tones of Slim-Jim Salicrup suavely saying, "Hey, Stan, hope I didn't wake ya up!"

Now then, knowing that editors are much too frugal (obviously a metaphor for "cheap") to phone long-distance unless they want something, I tried to disguise my voice, but it was no use. Salicrup is relentless!

"Stan, I want something," sayeth he. (Didn't I tell you?)

I immediately replied in my usual gracious and captivating manner. "Forget it, man! I'm busy!"

But then he struck a low blow.

"You want I should cut off your comic book subscription?"

I knew I was beaten!

Never one to take advantage of a foe when he's down, Jim's voice was considerate and tinged with compassion as he murmured, "I need a column for the 300th Anniversary Issue of the AMAZING SPIDER-MAN! A lot of guys can write it better than you, but they'd expect to be paid! You can afford. So I want you to write it!" Who could turn down a tribute like that?

But then, it hit me!

"Hey WAIT a minnit! I don't believe this! You're not gonna tell me that three hundred issues have gone by since Sturdy Stevey Ditko and I first unleashed the wondrous wall-crawler upon a dazed and defenseless human race? I mean, you're talking twenty-five years!"

"I knew I wasn't talking chopped liver," was his clever retort as Jim slammed down the phone and hung up. Everyone knows he's too soft-hearted for sentimental goodbyes.

So here I am with a column to write and a million memories rushing back to me.

The first memory goes way back to the early '60s when I was a humble writer editor (instead of the humble huckster I am today) and I told my publisher I had an idea for a character named Spider-Man. Did he pat me on the back, leap into the air with unrestrained enthusiasm and give me a raise? Not exactly. He said "Spider-Man? What a bone-headed name! Don't you realize, Lee, that no one likes spiders? And no one wants to read about a teenage hero!" (Peter Parker started as a teenager, remember?) Well, I had to bide my time till we were about to suspend publication of a magazine called AMAZING FANTASY. I sneaked Spidey into the last issue of A.F. because nobody ever cares what you put into the final issue of a mag that's being killed.

And the rest is history! As the Library of Congress and scholars everywhere well know, a few years after Steve Ditko's artwork and co-plotting so brilliantly helped us launch the strip and contributed in such a large measure to its towering success, the great John Romita took up the art chores, thereby insuring that Spidey would continue on his path of glory. After that, the list of fabulous illustrators, led by Gil Kane, Ross Andru and John Buscema, is nearly endless. As for the script-writing, I stayed with the weebe gone wall-crawler for the first ten years or so, after which I figured it was time to let some other scribes keep Mr. Parker wiggling his webs.

But I guess I could never completely divorce myself from our

friendly neighborhood web-slinger, which is why I've been writing the Spider-Man newspaper strip for the past decade or so — and now that our hero has gotten married, it'll probably go on forever as we get embroiled in all sorts of nutty new situations and cataclysmic complications!

Oh, by the way, if your local newspaper doesn't carry the daily and Sunday Spidey strip, don't be shy. Write the editor an indignant letter telling him he has no right to keep you and your fellow Spidophiles culturally deprived! You'll probably get results! I mean, what editor would dare mess with the outraged hordes of Marveldom Assembled?!!

But what about this historical anniversary issue, which you now hold in your tremblingly grateful fingers? What about all the trouble that writer David Michelinie and artist Todd McFarlane have gone to, just to dream up a great new villain for you to cherish and marvel at? What about Spidey having to battle a fiendish foe whose powers are the same as his? And what about the fact (this is a little secret I'm sharing with you and you alone!) that the Spider-Man costume will become red and blue, now and forever, from this issue on! (Or at least until ol' Slim-Jim or some other innovative editor decides to make another change, thereby mercilessly confusing you, me, and the rest of the comic book universe!)

And now, before I turn you loose once more to pursue your variegated activities and multifarious interests, we can't possibly end this scintillating little session without mentioning the magnificent, majestic, magnificent MARVEL MASTERWORKS SERIES, ON SALE NOW (you lucky devil!) in beautiful, eye-popping hardcover editions!

Now look, I'll admit they don't come cheap! They're not the kind of books you can buy with some loose change you have laying around. Admittedly, they cost less than a Ferrari, but they're not what you'd call a casual purchase (unless your name happens to be Irving Casual, but that's another story!). However, no serious Marvel fanatic, no enterprising comic book collector, no truly perceptive student of contemporary illustrated literature and sociological currents can afford to be without them! True, you may have to give up a luxury or two, like eating and having a roof over your head, but what a small price to pay for a set of deluxe volumes of Marvel's earliest masterpieces — of the stories and illustrations that set the style for generations to come!

The Spider-Man edition of MARVEL MASTERWORKS actually includes the now-legendary AMAZING FANTASY #15, the first appearance ever of the world's favorite wall-crawler, plus the next ten issues of AMAZING SPIDER-MAN for you to read, relish and rejoice with!

Of course, there are also Masterwork editions of *The Fantastic Four* and the *X-Men*, but hey, let 'em do their own sales pitch in their own mags, right? I mean, you bought Spidey, you get Spidey — all the way!

Well, I figure I've bent your pointy little ears long enough. However, if you're a glutton for punishment and you're panting for even more of the same pandemonious prose, latch onto a copy of MARVEL AGE MAGAZINE #63. In my column there, I plan to tell you more than you've ever wanted to know about the Spidey newspaper strip — and, to reveal, for the first time anywhere, why in the name of Aunt Petunia I call my merry little monograph a "soapbox"!

So, till we meet again on Spidey's fiftieth anniversary, face front, hang by your thumbs, keep thy webs untangled, and — wherever you go, whatever you do, keep marching with Marvel! We hate to travel alone! Nuff said!

(And if there are any clichés I've omitted, catch me next time around!)

Excelsior!

Stan



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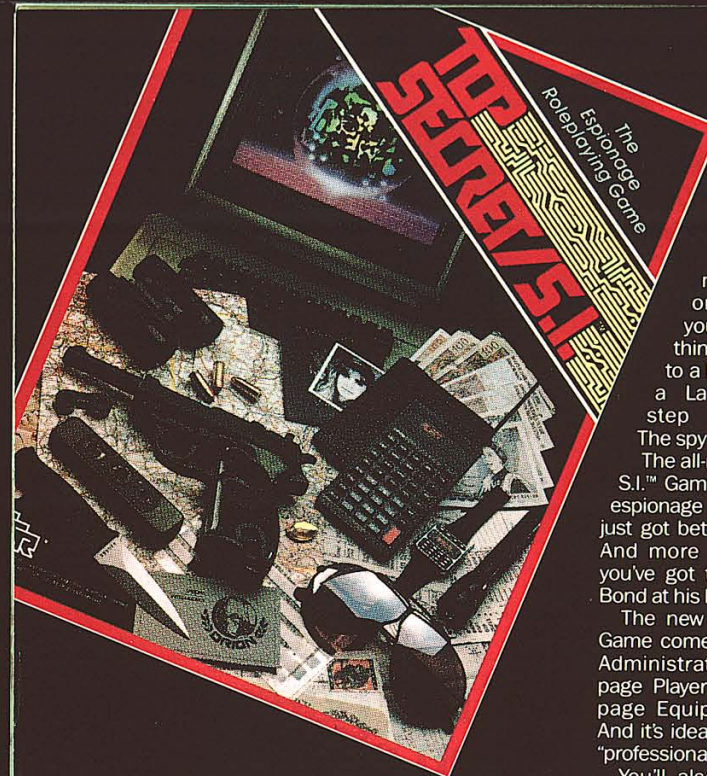
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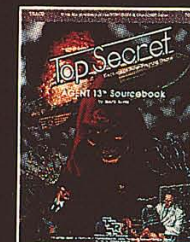
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